

CACI INTERNATIONAL INC /DE/
Form DEF 14A
October 07, 2009

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

CACI International Inc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

October 7, 2009

Dear Fellow Stockholder:

I cordially invite you to attend your Company's 2009 Annual Meeting of Stockholders on November 18, 2009, at 9:30 a.m., local time. The meeting will be held at the Sheraton Premiere, 8661 Leesburg Pike, Vienna, Virginia 22182.

The scheduled matters to be considered and acted on at the meeting are the election of directors; amendment of the Company's 2002 Employee Stock Purchase Plan to authorize an additional 250,000 shares for purchase; amendment of the Company's 2006 Stock Incentive Plan to increase the limitation on the number of shares that may be issued under the plan in the form of Restricted Stock, Restricted Stock Units or Unrestricted Stock from 1,500,000 to 2,500,000; approval to adjourn the meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve the amendment of the 2002 Employee Stock Purchase Plan or the 2006 Stock Incentive Plan; and ratification of the appointment of Ernst & Young LLP as our independent auditors. Detailed information concerning these matters is set forth in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

As a stockholder, your vote is important. I encourage you to execute and return your proxy promptly whether or not you plan to attend so that we may have as many shares as possible represented at the meeting. Returning your completed proxy will not prevent you from voting in person at the meeting if you wish to do so.

Thank you for your cooperation and continued support and interest in CACI International Inc.

Sincerely,
J.P. LONDON
Chairman of the Board and Executive Chairman

IMPORTANT: Even if you plan to attend the meeting, please complete, sign, date, and return promptly the enclosed proxy in the envelope provided to ensure that your vote will be counted. You may vote in person if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.

**CACI International Inc
1100 North Glebe Road
Arlington, Virginia 22201**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held November 18, 2009**

Notice is hereby given that the Annual Meeting of Stockholders of CACI International Inc (CACI or the Company) will be held on Wednesday, November 18, 2009 at 9:30 a.m., local time, at the Sheraton Premiere, 8661 Leesburg Pike, Vienna, Virginia 22182 for the following purposes:

1. To elect the Company's Board of Directors.
2. To approve the amendment of the Company's 2002 Employee Stock Purchase Plan to authorize an additional 250,000 shares for purchase.
3. To approve the amendment of the Company's 2006 Stock Incentive Plan to increase the limitation on the number of shares that may be issued under the plan in the form of Restricted Stock, Restricted Stock Units or Unrestricted Stock from 1,500,000 to 2,500,000.
4. To approve a proposal to adjourn the meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve Item 2 or Item 3.
5. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for fiscal year 2010.
6. To transact such other business as may otherwise properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on September 21, 2009 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting.

A list of the stockholders entitled to vote at the Annual Meeting will be made available during regular business hours at CACI International Inc, 1100 N. Glebe Road, Arlington, Virginia 22201 from November 6, 2009 through November 17, 2009 for inspection by any stockholder for any purpose germane to the meeting.

By Order of the Board of Directors
ARNOLD D. MORSE
Secretary

Arlington, Virginia
Dated: October 7, 2009

IMPORTANT: Even if you plan to attend the meeting, please complete, sign, date, and return promptly the enclosed proxy in the envelope provided to ensure that your vote will be counted. You may vote in person if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.

**CACI International Inc
1100 North Glebe Road
Arlington, Virginia 22201**

**PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS**

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of CACI International Inc to be used at the Annual Meeting of Stockholders of the Company to be held on November 18, 2009. This Proxy Statement is being made available on or about October 7, 2009. The presence of a stockholder at the Annual Meeting or any adjournment thereof will not automatically revoke such stockholder's proxy. However, any stockholder furnishing a proxy has the power to revoke it by furnishing written notice to Arnold D. Morse, Secretary of the Company, by delivering to the Company a proxy bearing a later date, or by voting in person at the Annual Meeting. Please note, however, that any stockholder wishing to revoke a previous

proxy whose shares are held of record by a broker, bank or other nominee must follow such nominee's instructions to revoke such proxy or vote at the Annual Meeting. A proxy card is enclosed for your use in connection with the Annual Meeting. The shares represented by each properly signed and returned proxy will be voted in accordance with the instructions marked thereon or, in the absence of instructions, the proxy will be voted:

FOR the Board of Directors' nominees for election to the Company's Board of Directors.

FOR the amendment of the Company's 2002 Employee Stock Purchase Plan authorizing an additional 250,000 shares for purchase.

FOR the amendment of the Company's 2006 Stock Incentive Plan increasing the limitation on the number of shares that may be issued under the plan in the form of Restricted Stock, Restricted Stock Units or Unrestricted Stock from 1,500,000 to 2,500,000.

FOR the adjournment of the meeting if necessary to permit further solicitation of proxies.

FOR the ratification of the appointment of Ernst & Young LLP as independent auditors.

The Board does not expect that any matter other than those set forth in the Notice of the Annual Meeting will be brought before the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons named in the accompanying proxy will vote the shares represented by all properly executed proxies on such matters in accordance with their judgment.

The close of business on September 21, 2009 has been fixed as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting. At the close of business on September 21, 2009, the Company had 30,239,450 shares of common stock issued and outstanding. Each share is entitled to one vote.

INTERNET AVAILABILITY OF PROXY MATERIALS

We are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On October 7, 2009, we mailed to our stockholders (other than those who previously requested electronic delivery) a Notice of Internet Availability containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice of Internet Availability also instructs our stockholders on how to access their proxy card to vote through the Internet or by telephone.

This process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the annual meeting, and help conserve natural resources. However, if a stockholder would prefer to receive printed proxy materials, the stockholder may follow the instructions included in the Notice of Internet Availability. If a stockholder has previously elected to receive our proxy materials electronically, that stockholder will continue to receive these materials via e-mail unless he or she elects otherwise.

PROPOSAL 1: ELECTION OF DIRECTORS

In accordance with the Company's By-laws, the Board has set at eleven the number of Directors to constitute the full Board. Eleven persons have been nominated for election to serve as a Director of the Company. Under the Company's By-laws, all Directors hold office at the pleasure of the stockholders or until their respective successors are elected.

Unless authority is withheld, the persons named in the accompanying proxy will vote the shares of common stock represented by the proxy **FOR** the election of the nominees listed below. Under the Company's By-laws, the presence in person or by proxy of the holders of a majority of the shares entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business. Under Delaware law, broker non-votes (which arise when brokers lack authority to vote and fail to obtain instructions from the beneficial owners of the related shares) and abstentions count toward the determination of a quorum. If a quorum is present, a majority of the votes properly cast for election of directors is sufficient to elect directors. Votes to abstain are treated as votes cast. While

broker non-votes are not treated as votes cast, in general there will be no broker non-votes in the election of directors, as New York Stock Exchange (NYSE) Rule 452 currently permits brokers to vote for the Company's nominees in an uncontested election of directors. The Board's Corporate Governance and Nominating Committee has recommended eleven nominees for election as Directors. All eleven nominees are current Directors. For more information regarding nomination procedures and corporate governance matters, please consult the "Corporate Governance" section set forth later in this Proxy Statement.

The Company has no reason to believe that any of the nominees will be unable or unwilling to serve. In the event that any nominee is not available or should decline to serve, the persons named in the proxy may vote for the others and will vote for such other person(s) as they, in their discretion, may decide.

NOMINEES

Listed below are the nominees for Director, with information showing the age of each, the year each was first elected as a Director of the Company, and the business affiliations and relevant experience of each.

Non-Management Directors

Dan R. Bannister, 79. Director of the Company since 2007.

Mr. Bannister brings to the Board his unique leadership experience in the federal contracting arena. While at DynCorp International, he held executive positions with increasing responsibility before serving as President and CEO from 1985 to 1997 and Chairman from 1997 to 2003, becoming Chairman Emeritus in 2003. During his tenure, the company experienced some of its most challenging and successful years, including its transformation in 1988 from a publicly traded corporation to one of the largest private, employee-owned businesses in the nation. Mr. Bannister led an aggressive diversification and expansion program that included more than 40 acquisitions, changing the company's core business to technology services and increasing revenue to \$2.4 billion and the employee base to 24,000 employees by 2003. Mr. Bannister currently serves on the board of directors of Social & Scientific Systems, Inc., a company dedicated to applying technology to improve public health. He also serves as a director and member of the audit committee of Dewberry & Davis, a privately held architectural and engineering firm, and is a member of the board of advisors of EOD Technologies, Inc., a provider of critical mission support services. Mr. Bannister previously served on the board of directors of Information Systems Support, Inc., and as chairman of the Northern Virginia Technology Council Foundation and the Technology Council. Mr. Bannister is currently a trustee of the U.S. Air Force Academy Falcon Foundation. He has received numerous awards for his business and civic accomplishments, including the John W. Dixon Award from the Association of the U.S. Army, the Ernst & Young Entrepreneur of the Year Lifetime Achievement Award, the Earle C. Williams Award for Leadership in Technology and the KPMG Peat Marwick High Tech Entrepreneur of the Year Award.

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Gordon R. England, 72. Director of the Company since 2009.

Based on the recommendation of the Company's Corporate Governance and Nominating Committee, Mr. England was appointed to the Board in August 2009. Mr. England brings to the Board outstanding leadership experience at the highest national and industry levels. Mr. England served as Deputy Secretary of Defense from May 2005 to February 2009. In this position, he performed as the Defense Department's Chief Operating Officer, helping to direct the transformation of America's defense capabilities with new resources and technologies to counter emerging threats. Mr. England also twice served as Secretary of the Navy in the George W. Bush administration. In this role, he is credited with developing successful surge plans for America's fleet, strengthening the ties between the Navy and the U.S. Coast Guard, and increasing assistance to the U.S. Marines on the front lines in Iraq. Prior to his government service, Mr. England was an Executive Vice President at General Dynamics, overseeing the company's information and international sectors. Before this, he was President of Lockheed Fort Worth Co., where he was responsible for all domestic and international aircraft programs, including the F-16 fighter. He began his career at Honeywell, where he was an engineer on the Project Gemini space program. Currently, he is President of E6Partners, LLC, a company dedicated to facilitating international business.

James S. Gilmore III, 59. Director of the Company since 2009.

Based on the recommendation of the Company's Corporate Governance and Nominating Committee, Mr. Gilmore was appointed to the Board in June 2009. Mr. Gilmore brings to the Board an exceptional history of leadership and distinguished service to the nation. Mr. Gilmore was the 68th Governor of the Commonwealth of Virginia, serving in that office from 1998 to 2002. He is also currently a member of the board of directors of Atlas Air Worldwide Holdings. He was a partner in the law firm of Kelley Drye & Warren LLP from 2002 to 2008, where he served as the Chair of the firm's Homeland Security Practice Group and where his practice also focused on corporate, technology, information technology and international matters. He was recently a candidate for the United States Senate seat from the Commonwealth of Virginia. In 2003, President George W. Bush appointed Mr. Gilmore to the Air Force Academy Board of Visitors, and he was elected Chairman of the Air Force Board in the fall of 2003. Former Governor Gilmore served as the Chairman of the Republican National Committee from 2001 to 2002. He also served as Chairman of the Congressional Advisory Panel to Assess Domestic Response Capabilities for Terrorism Involving Weapons of Mass Destruction, a national panel established by Congress to assess federal, state and local government capabilities to respond to the consequences of a terrorist attack. This panel, also known as the "Gilmore Commission," was influential in developing the Office of Homeland Security. Mr. Gilmore is a graduate of the University of Virginia and the University of Virginia School of Law. He is also a director of Everquest Financial Services, Inc. and Cypress Communications, Inc.

Gregory G. Johnson, 63. Director of the Company since 2006.

As the former Commander, U.S. Naval Forces Europe and Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe, Admiral Johnson (Retired) brings to the Board valuable insights into the Department of Defense, intelligence and international communities. Since retiring from the U.S. Navy in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career, Admiral Johnson rose through the ranks to Four-Star Admiral, most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Areas of Responsibility, including support of Operations Enduring Freedom and Iraqi Freedom, and developed substantive policy-level relationships with many of those 91 nations. Admiral Johnson's NATO duties included operational-level command of the peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other Southeastern European nations. Admiral Johnson oversaw the successful implementation of NATO's Operation Active Endeavor (Mediterranean maritime intercept operations), assumed command of the NATO Response Force at the Istanbul Summit in June 2004, oversaw NATO's contributions to the Hellenic Republic of Greece's security efforts during the 2004 Olympics, and was responsible for the establishment of NATO's training support mission in Iraq. During his naval career, Admiral Johnson was also assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chiefs of Staff (1992 to 1993) and military assistant, first to the Deputy Secretary of Defense and subsequently to the Secretary of Defense (1997 to 2000). Admiral Johnson is active in numerous non-profit and community organizations and institutions. Admiral Johnson also serves on the Board of Directors of Alenia North America, Inc.

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Dr. Richard L. Leatherwood, 70. Director of the Company since 1996.

Dr. Leatherwood brings to the Board senior-level executive experience with publicly-held corporations. Dr. Leatherwood's experience includes business unit management for a Fortune 500 transportation company. From 1986 to 1991, Dr. Leatherwood was President and Chief Executive Officer of CSX Equipment Group. In 1985, Dr. Leatherwood was Vice Chairman of Chessie System Railroads and Seaboard System Railroad. From 1983 to 1985, Dr. Leatherwood was President and Chief Executive Officer of Texas Gas Resources Group. From 1977 to 1983, Dr. Leatherwood held positions with Texas Gas Resources Corporation, a conglomerate of transportation and energy businesses with both revenues and assets in excess of \$2.0 billion: 1982 to 1983, Executive Vice President; 1980 to 1982, Senior Vice President and Chief Financial Officer; 1979 to 1980, Vice President and Assistant to the President; and 1977 to 1979, Vice President, Planning and Systems, Trucking Division. Dr. Leatherwood is currently Chairman Emeritus of the Baltimore & Ohio Railroad Museum, a non-profit corporation. Dr. Leatherwood was formerly a director of Dominion Energy, Inc., MNC Financial, Inc., CSX Corporation, Virginia Electric and Power Company, Inc., and Dominion Resources, Inc.

James L. Pavitt, 63. Director of the Company since 2008.

With over 30 years of experience in the intelligence community, Mr. Pavitt brings to the Board expertise in such areas as financial risk assessment, defense, information technology, homeland security, and counterterrorism. As the Deputy Director for Operations at the Central Intelligence Agency (CIA), he managed the CIA's globally deployed personnel and nearly half of its multi-billion dollar budget. He also served as the head of America's Clandestine Service, leading the CIA's operational response to the attacks of September 11, 2001. As Chief of the CIA's Counterproliferation Division, he managed and directed intelligence operations against global proliferation networks. From 1990 to 1993, he served as Senior Intelligence Advisor on the National Security Council team for President George H.W. Bush. He is a recipient of the CIA's Distinguished Intelligence Medal for his excellent work in these capacities. Since 2004, Mr. Pavitt has served as a Principal of The Scowcroft Group in Washington, D.C., an international business advisory firm. Mr. Pavitt also serves on the advisory board of the Patriot Defense Group as well as the advisory board of Olton Solutions, Ltd, a company based in the United Kingdom.

Dr. Warren R. Phillips, 68. Director of the Company since 1974.

In addition to his experience as a senior-level technology executive, Dr. Phillips brings to the Board considerable expertise in the areas of information technology policy, public sector finance, and the provision of computer services. The Board also benefits from Dr. Phillips' familiarity with the U.S. intelligence community and his understanding of international business issues. Dr. Phillips serves as the financial manager for the Albanian-Macedonian-Bulgarian Oil Pipeline Corporation, a \$1.5 billion crude oil pipeline developer for Caspian oil flows to the west. Since February 2008, Dr. Phillips has served as the Chairman of the Board and Chief Executive Officer of Advanced Blast Protection, Inc., a research, development and manufacturing company that produces conventional and unconventional bullet resistant glass, modular vehicle armor, and specialized armored vehicles for military, law enforcement and civilian use. From 2005 until February 2008, Dr. Phillips served as Chairman of the Board of Labock Technologies, Inc. From 1993 to 2001, Dr. Phillips was Executive Vice Chairman and Chief Financial Officer of Maryland Moscow, Inc., a 501(c)(3) educational and training venture that was involved in over \$50 million in financial training to the newly evolving countries of the former Soviet Union. Dr. Phillips provided advice in developing financial systems (bank, stock exchange, pension, insurance, and government) in most of those countries. Between 1974 and 2003, Dr. Phillips was Professor of Government and Politics at the University of Maryland. During that time, he served in a number of administrative positions including Vice President for Academics at UMBC, and Assistant Vice President for Administration for the University System where he managed system-wide information technology, budgeting, and internal audit.

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Charles P. Revoile, 75. Director of the Company since 1993.

As an attorney and former senior-level executive, Mr. Revoile brings to the Board his considerable experience in the governance of publicly-held corporations and in contracting with the United States government. In addition, the Board values Mr. Revoile's perspective in financial and management disciplines as an active private investor. From 1985 to 1992, Mr. Revoile served as Senior Vice President, General Counsel, and Secretary of CACI International Inc. From 1971 to 1985, Mr. Revoile was Vice President and General Counsel of Stanwick Corporation. From 1964 to 1971, Mr. Revoile was counsel to the Communications division of Westinghouse Electric Corporation. From 1961 to 1964, he served as legislative counsel to the National Food Processors Association, representing the industry before Congress and the Executive agencies. Currently, Mr. Revoile is a legal and business consultant and an independent investor.

General William S. Wallace, USA (Ret.), 62. Director of the Company since 2009.

Based on the recommendation of the Company's Corporate Governance and Nominating Committee, General Wallace was appointed to the Board in June 2009. General Wallace brings to the Board a 39-year record of military service and experience. From 2005 to 2008, General Wallace led more than 50,000 soldiers and civilian employees at 33 Army schools. He was the architect of the Army's reorganization in continuation of military operations in Iraq and Afghanistan. He developed the organizational, technical, and warfighting requirements for the Future Combat Systems and other Army modernization efforts. Prior to this, General Wallace was Commanding General of the Army Combined Arms Center from 2003 to 2005, Ft.

Leavenworth, Kansas, where he was responsible for the development of new and emerging Army and Joint doctrine, providing the intellectual foundation for military leadership in the 21st century. As Commander of the Fifth U.S. Corps from 2001 to 2003, during the opening campaign of Operation Iraqi Freedom, General Wallace led 140,000 soldiers from Kuwait to Baghdad, and subsequently directed the occupation of Western and Northern Iraq. He served as Commander of the Joint Warfighting Center from 1999 to 2001; Commanding General of the 4th Infantry Division — the Army's first "digitized" division that incorporated new C4ISR technologies — from 1997 to 1999; and Commanding General of the National Training Center from 1995 to 1997. General Wallace is a 1969 graduate of the United States Military Academy at West Point.

Management Directors

Paul M. Cofoni, 61. President and Chief Executive Officer; Director of the Company since 2006.

Mr. Cofoni brings to the Board over 30 years of senior-level executive experience with publicly-held corporations, including large-scale integrator contractors in the federal market sector; defense, intelligence, and communications markets; and major commercial outsourcing and systems markets.

Mr. Cofoni joined CACI in 2005 as President, U.S. Operations. On July 1, 2007, he became President and Chief Executive Officer. From 1991 to 2005, Mr. Cofoni held various positions with Computer Sciences Corporation (CSC): 2001 to 2005, Corporate Vice President and President of Federal Sector; 1998 to 2001, President, Technology Management Group; 1991 to 1998, Vice President, Eastern Region Outsourcing Operations. Prior to acquisition of certain General Dynamics business units by CSC, Mr. Cofoni held various positions with General Dynamics between 1974 and 1991, initially as a software engineer and finally as Vice President, Eastern Center, responsible for all aspects of information technology. Mr. Cofoni served as an officer in the U.S. Army from 1970 to 1974. He is Chairman of the Board of Directors of the Armed Forces Communications and Electronics Association, a member of the American Institute of Aeronautics and Astronautics, and a member of the Board and Executive Committee of the Professional Services Council.

Dr. J. P. London, 72. Chairman of the Board and Executive Chairman; Director of the Company since 1981.

Under Dr. London's leadership, CACI has grown from a small professional services consulting firm to become a major international pacesetter in information technology and communications solutions markets. CACI became a Fortune 1000 company in 2006.

Dr. London joined CACI in 1972. He was elected President and Chief Executive Officer in 1984 and Chairman of the Board in 1990. On July 1, 2007, Dr. London was appointed Chairman of the Board and Executive Chairman. He has been a director since 1981. Dr. London is currently a director and member of the Executive Committee of the Armed Forces Communications and Electronics Association and was formerly a member of the Senior Advisory Board of the Northern Virginia Technology Council. Dr. London also serves on the boards of the U.S. Naval Institute, the U.S. Navy Memorial Foundation, the Naval Historical Foundation and the Secretary of the Navy's Advisory Subcommittee on Naval History. Dr. London is also a member of the National

Military Intelligence Association, Intelligence and National Security Alliance, the Navy League, the Naval Order of the U.S.A., the American Legion, and the Association of the U.S. Army. Dr. London holds a B.S. in Engineering from the United States Naval Academy, a M.S. in Operations Research from the United States Naval Postgraduate School, and a Doctorate in Business Administration, conveyed with distinction, from the George Washington University School of Business and Public Management. Early in his career, Dr. London served as a Naval Aviator. Dr. London holds the rank of Captain, U.S. Navy Reserve (Retired). Dr. London has received numerous awards over the years for his business and civic accomplishments, including the John W. Dixon Award from the Association of the U.S. Army, the Ernst & Young Entrepreneur of the Year for Government IT Services, the Earl C. Williams Award for Leadership in Technology, the KPMG Peat Marwick High Tech Entrepreneur Award, the Albert Einstein Award for Technology Achievement in the Defense Fields, and the U.S. Navy League's Fleet Admiral Chester W. Nimitz Award for his exemplary contributions to the enhancement of U.S. maritime strength and national security. In addition, Dr. London has been recognized by the Human Resources Leadership Award of Greater Washington, in its annual awards program, through the establishment of its Ethics in Business Award named in his honor.

The Board recommends that stockholders vote FOR each of the Nominees.

**SECURITY OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS,
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table provides the latest available information as of September 21, 2009 with respect to beneficial ownership of the Company's common stock held by each person known by the Company to be the beneficial owner of more than 5% of the outstanding common stock.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock	Percent of Common Stock ⁽¹⁾
FMR LLC ⁽²⁾ 82 Devonshire Street Boston MA 02109-3605	4,096,211	13.55%
Barclays Global Investors, N.A. ⁽³⁾ 45 Fremont Street, 17 th Floor San Francisco CA 94105	1,964,807	6.50%

(1) Based on 30,239,450 shares of common stock outstanding as of the September 21, 2009 record date.

(2) The number of shares beneficially held by FMR LLC (FMR) is based solely on information in a Schedule 13G/A filed with the SEC by FMR on January 12, 2009 on behalf of itself and certain entities under its control. The report states that the 4,096,211 shares held by FMR include 3,832,348 shares held by Fidelity Management & Research Company, 157,143 shares held by Pyramis Global Advisors, LLC, and 11,578 shares held by Pyramis Global Advisors Trust Company. FMR also reported that members of the family of Edward C. Johnson 3rd, Chairman of FMR, are the predominant owners, directly or through trusts, of Series B shares of common stock of FMR, representing 49% of the voting power of FMR. The report further states that 95,142 shares are held by FIL Limited (FIL). Partnerships controlled predominantly by members of the family of Edward C. Johnson 3rd, Chairman of FMR and FIL, or trusts for their benefit, own shares of FIL voting stock with the right to cast approximately 47% of the total votes which may be cast by all holders of FIL voting stock. FIL and FMR are separate and independent corporate entities.

(3) The number of shares beneficially held by Barclays Global Investors, N.A. (Barclays NA) is based solely on information in a Schedule 13G filed with the SEC by Barclays NA on February 5, 2009 on behalf of itself and affiliated entities. The report states that (i) Barclays NA holds 650,008 shares, with sole voting power over 555,903 shares and sole dispositive power over all 650,008 shares; (ii) Barclays Global Fund Advisors holds 1,294,481 shares, with sole voting power over 954,174 shares and sole dispositive power over all 1,294,481 shares; and (iii) Barclays Global Investors, Ltd. holds 20,318 shares, with sole dispositive power over all 20,318 shares.

The following table provides information as of September 21, 2009 with respect to beneficial ownership for each Executive Officer, each present Director Nominee, and for all Current Executive Officers and Directors of the Company as a group.

Name of Beneficial Owner and Position	Amount of Beneficial Ownership of Common Stock ⁽¹⁾	Percent of Common Stock ⁽²⁾⁽³⁾
J.P. London Chairman of the Board, Executive Chairman, Director and Nominee	422,570(4)	1.40%
Paul M. Cofoni President, Chief Executive Officer, Director and Nominee	183,067(5)	*
William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL	90,394(6)	*
Randall C. Fuerst Chief Operating Officer, U.S. Operations, CACI, INC.-FEDERAL	28,957(7)	*
Gregory R. Bradford Chief Executive, CACI Limited, President, U.K. Operations	233,229(8)	*
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	10,393(9)	*
Dan R. Bannister Director and Nominee	10,048(10)	*
Gordon R. England Director and Nominee	□	*
James S. Gilmore III Director and Nominee	□	*
Gregory G. Johnson Director and Nominee	10,048(11)	*
Richard L. Leatherwood Director and Nominee	29,512(12)	*
James L. Pavitt Director and Nominee	4,095	*
Warren R. Phillips Director and Nominee	7,099(13)	*
Charles P. Revoile Director and Nominee	34,222(14)	*
William S. Wallace Director and Nominee	□	*
All Current Executive Officers and Directors as a Group (15 in number)	1,063,634	3.52%

(1) All options exercisable as of September 21, 2009 or within 60 days after that date are treated as exercised for the underlying shares of common stock. All Restricted Stock Units (RSUs) vesting as of September 21, 2009 or within 60 days after that date are treated as vested for the underlying shares of common stock.

(2) Based on 30,239,450 shares of common stock outstanding as of the September 21, 2009 record date.

- (3) The asterisk (*) denotes that the individual holds less than one percent of outstanding common stock. This stock is included in the total percentage of outstanding common stock held by the Executive Officers and Directors shown above.
- (4) Includes 360,551 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (5) Includes 2,289 shares in CACI's 401(k) plan and 165,160 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (6) Includes 6,451 shares in CACI's 401(k) plan and 71,592 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (7) Includes 579 shares in CACI's 401(k) plan and 25,724 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (8) Includes 192,530 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (9) Includes 8,470 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (10) Includes 5,512 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (11) Includes 8,000 shares obtainable upon exercise of options within 60 days of September 21, 2009.
- (12) Includes 4,000 shares owned by Dr. Leatherwood's wife and 12,000 shares obtainable upon exercise of options exercisable within 60 days of September 21, 2009.
- (13) Includes 6,000 shares obtainable upon exercise of options exercisable within 60 days of September 21, 2009.
- (14) Includes 12,000 shares obtainable upon exercise of options exercisable within 60 days of September 21, 2009.

Section 16(a) Beneficial Ownership Reporting

Section 16(a) of the Securities and Exchange Act of 1934 requires the Company's Officers and Directors and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission (SEC). Such Officers, Directors, and stockholders are required by SEC regulations to furnish the Company with copies of all such reports that they file.

While under the applicable regulations, the reporting person is responsible for making the filing, ordinarily when a reporting person engages in a transaction with the Company, such as the grant of a stock option, RSU, or similar award, Company personnel generate the report on a timely basis for the benefit of the reporting person. In the following instances, these reports were inadvertently not generated and filed on a timely basis:

Form 4s were not timely filed for Messrs. Cofoni, Fairl, Fuerst, and Mutryn for grants of Restricted Stock Units (RSUs) they each received in August 2008 under the Company's Management Stock Purchase Plan (MSPP). The aggregate number of RSUs for which the necessary reports were not filed on a timely basis was 39,888. A

Form 4 also was not timely filed for Director Bannister for an open market purchase of 1,000 shares of Company common stock in May 2009. All required reports were subsequently filed.

EXECUTIVE OFFICERS

As of September 21, 2009, the Executive Officers of the Company were J.P. London, Chairman of the Board and Executive Chairman, Paul M. Cofoni, President and Chief Executive Officer, and the following four persons indicated in the table below.

Name, Age	Position	Principal Occupations
William M. Fairl, 60	President, U.S. Operations CACI, INC.-FEDERAL	President, U.S. Operations, CACI, INC.-FEDERAL, July 1, 2007 to present; Chief Operating Officer, April 2005 through June 2007, Acting Chief Operating Officer, 2004-2005, Executive Vice President, 2001-2004; Senior Vice President 1998-2001. QuesTech, Inc.: Senior Vice President, 1996-1998; Vice President, 1993-1996.
Thomas A. Mutryn, 55	Executive Vice President, Chief Financial Officer and Treasurer	Executive Vice President, Chief Financial Officer and Treasurer, C A C I International Inc, April 2007 to present; Acting Chief Financial Officer and Treasurer, January 2007 to April 2007; Executive Vice President, Corporate Development, September 2006 to January 2007. GTSI Corp.: Senior Vice President, Finance, and Chief Financial Officer, 2003-2006. U.S. Airways, Inc.: Senior Vice President, Finance, and

Gregory
R.
Bradford,
60

Chief Executive, CACI
Limited, and President,
U.K. Operations

Randall
C.
Fuerst,
53

Chief Operating Officer,
U.S. Operations,
CACI, INC.-FEDERAL

Chief Financial
Officer,
1998-2002.

Chief Executive,
CACI Limited,
since 2000;
Managing
Director, CACI
Limited,
1985-2000;
President, U.K.
Operations, since
1994; Executive
Vice President,
1987-1994; Senior
Vice President,
1986-1987; Vice
President,
1983-1986.

Chief Operating
Officer, U.S.
Operations, CACI,
INC.-FEDERAL,
July 1, 2007 to
present; Executive
Vice President,
January 2005
through June
2007. Titan
Corporation:
Senior Vice
President,
Operations,
Enterprise
Services and
Solutions Sector,
March 2003 to
December 2004.
Corbett
Technologies:
Chief Operating
Officer, July 2002
to January 2003.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Key objectives of the Company's executive compensation programs are as follows:

- attract, retain, and motivate highly talented individuals at all levels of the organization;
- ensure senior officers act on behalf of shareholders through the use of equity-based rewards and stock ownership requirements;
- provide compensation levels, consistent with our overall philosophy, that are intended to be fair (but not excessive) and competitive with similar companies in CACI's industry; and
- provide incentives and rewards for executives commensurate with their roles and responsibilities based on corporate performance.

To accomplish these objectives, the Company's executive compensation programs are based on the following guiding principles:

- base salaries for senior officers are reviewed annually based on changes in the market and individual responsibilities and are targeted at the 50th percentile of the competitive market;
- total cash compensation for each of the named executive officers (NEOs) is primarily contingent upon performance (i.e., is at risk);
- incentive bonus payouts are intended to provide total cash compensation at the 75th percentile of the competitive market when the Company and individual achieve targeted (i.e., planned) levels of performance against established corporate performance metrics;
- established corporate targets are intended to place CACI in the 75th percentile of performance in the competitive market, which matches the targeted cash compensation level;
- quarterly and annual bonuses are formula-based and linked to performance against stated company and individual objectives;
- equity-based compensation provides incentives to maximize shareholder value;
- senior officers are required to maintain long-term stock ownership at a level commensurate with their role;
- retirement programs have been designed to encourage executive officers to save for their retirement;
- severance and change-in-control benefits reflect industry practices;
- to the extent possible, compensation is structured so it is fully tax deductible to the Company; and
- senior officer perquisites and special benefits are limited, relative to competitive practice, and are primarily business-related.

We believe that the Company's executive compensation policies, plans and programs advance these objectives and adhere to the necessary standards of corporate governance.

Governance of Compensation Programs

The Compensation Committee of the Board of Directors (the Committee) has both a strategic and administrative role in managing the compensation structure of the Company, with an emphasis on compensation of top management. Strategically, the Committee considers how the achievement of the overall goals and objectives of the Company can be aided through adoption of appropriate compensation philosophy and effective program elements. Administratively, the Committee reviews compensation paid, salary progressions, incentive compensation allocations, the awards of supplemental benefits and perquisites for key executives, and equity awards granted under all shareholder-approved plans.

The Committee reviews and approves the compensation for six executive positions at CACI, as these positions are the most likely to qualify as NEOs. The six executive positions are as follows:

- Chairman of the Board and Executive Chairman;
- President and Chief Executive Officer;
- President, U.S. Operations;
- Chief Operating Officer, U.S. Operations;
- Chief Executive, CACI Limited, and President, U.K. Operations; and
- Executive Vice President, Chief Financial Officer and Treasurer

The Committee has authority under its Charter to engage the services of outside advisors, experts and others to assist the Committee. In accordance with this authority, the Committee currently engages Frederic W. Cook & Co., Inc. (Frederic W. Cook) as an independent outside compensation consultant. During fiscal year 2009, Frederic W. Cook was responsible for providing information on new laws and regulations pertaining to the Committee, providing

brought before the Committee. Frederic W. Cook attended all meetings of the Committee during the fiscal year. The Company paid approximately \$125,000 to Frederic W. Cook for these services in fiscal year 2009.

Benchmarking Compensation

Each year, the Company commissions benchmarking studies of compensation levels for executive positions to help inform the Committee's decisions and monitor the Company's executive compensation programs. Benchmarking studies for compensation effective in fiscal year 2009 were conducted by two consultants. NEO peer market analysis was performed for the Company by Frederic W. Cook. General industry market analysis for NEO and other executive compensation was performed for the Company by Watson Wyatt & Company.

The combined studies provided three distinct types of analyses:

- Peer Market Analysis (from proxy statements of peer companies)
- Technical Industry Market Survey Analysis (cross industry surveys for companies of similar size)
- Internal Comparisons

Salary, cash incentive compensation, and long-term stock incentives are considered in these analyses, as is the interaction/combination of the elements. Specifically, total cash compensation at Target performance (salary plus cash incentives assuming the Company achieves targeted metrics) and total direct compensation (salary plus cash incentives plus long-term stock incentives assuming the Company achieves targeted metrics) are reviewed, and the totals may impact decisions on individual elements.

For fiscal year 2009, peer comparisons were performed against fifteen publicly traded companies (an increase from seven such companies in fiscal year 2008) which were selected based on similarities to CACI in size and/or industry as well as operational similarities. The selected companies were as follows:

Axiom Corporation	Affiliated Computer Services*
BearingPoint, Inc.*	Broadridge Financial Solutions*
iGate Corporation*	ManTech International Corporation
Maximus, Inc.*	MPS Group, Inc.*
Perot Systems Corporation	SAIC, Inc.*
Sapient Corporation*	SI International, Inc.
SRA International, Inc.	Sykes Enterprises, Inc.*
Unisys Corporation*	

The companies used for peer comparisons are reviewed annually and adjusted as necessary due to changes at the selected company (e.g., acquisitions, bankruptcies, etc.) or changes in the comparability of the selected company to CACI. For fiscal year 2009, L-3 Communications, Inc. and Covansys Corporation were removed and ten additional companies (designated by * above) were added in order to provide a broader range of peer companies.

Analysis of the Company's Executive Compensation Programs

The following section provides details on each element of the Company's executive compensation programs. It illustrates how each element accomplishes the established objectives and how these elements, in total, match the Company's compensation philosophy. Where applicable, interactions between the individual elements are also discussed.

Based upon these analyses, all compensation decisions for NEOs made for fiscal year 2009 compensation were consistent and in line with the guiding principles.

Base Salary Program

Consistent with the Company's intention of delivering compensation that is linked to corporate and individual performance, base salaries are intended to constitute a relatively small portion of total compensation (approximately 25%). NEO base salaries are not at risk to the executive. Targeted at the 50th percentile of the competitive market, base salaries are intended to compensate the executive for the basic market value of the position.

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The following changes were made to base salary compensation for fiscal year 2009:

NEO	Salary Change □ FY08 to FY09
J.P. London	3.0%
Paul M. Cofoni	3.7%
William M. Fairl	11.8%
Randall C. Fuerst	2.9%
Thomas A. Mutryn	7.4%

For Mr. Fairl, the Committee determined that the peer market analysis and technical industry market survey analysis did not adequately reflect his specific job at CACI which carries more responsibility than benchmarked positions. The Committee specifically reviewed Mr. Fairl's job responsibilities and the seamless manner in which he stepped in and served as Acting CEO from the end of fiscal year 2008 and through the beginning of fiscal year 2009 while Mr. Cofoni recovered from medical issues. Mr. Fairl was also given a discretionary \$30,000 bonus in fiscal year 2009 for his service as Acting CEO in Mr. Cofoni's absence. Based upon this review and discussion, the Committee relied more on data from internal comparisons of President compensation dating back to fiscal year 2001 in setting his salary (encompassing three different people in the role across this timeframe) and compared the resulting data with corresponding data from the peer market analysis and technical industry market survey analysis.

For Mr. Mutryn, the Committee also considered his eligibility for a special acquisition incentive bonus plan⁽¹⁾ when setting his compensation. Based upon this plan and projected payments during fiscal year 2009, the Committee decided to pay his base salary below the 50th percentile of the benchmark data.

Incentive Compensation Plan

In addition to base salary, the Company provides a quarterly and annual incentive compensation program. It is the Committee's intent to tie a significant portion of compensation to Company performance and to pre-established individual objectives.

Incentive bonus payouts are intended to provide total cash compensation at the 75th percentile of the competitive market when the Company achieves targeted (i.e., planned) levels of performance against established performance metrics. This philosophy enables CACI to compete for and retain top-level talent and, combined with midpoint base salaries, ensures a significant portion of compensation is at-risk to maintain a pay-for-performance mentality.

Target corporate performance metrics are approved by the Committee. These metrics provide annual targets for net after tax profitability and revenue, among others, and are comprised of quarterly targets. Approved corporate targets flow down through the organization to the business unit level. It is the Committee's intention that these corporate targets are aligned with CACI's five year strategic plan, are challenging to achieve and that their achievement place CACI in the 75th percentile of performance in the competitive market, which matches the targeted compensation level. Five year performance vs. target metrics is analyzed as part of this process to validate the Company's planning process and to ensure that the metrics support the compensation philosophy. Below is a summary of the Company's performance vs. its corporate net after tax profitability goal (which is the primary metric reviewed by the Committee in this regard) for the last five fiscal years:

Fiscal Year	Performance Above/(Below) Target
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2005	2.1%
2006	(2.2%)
2007	(18.4%)
2008	0.9%
2009	2.2%

- (1) Since becoming Chief Financial Officer, Mr. Mutryn has been eligible for acquisition bonuses based upon the trailing twelve month revenue of the acquired company at the time of the acquisition and the actual twelve month earnings before interest and taxes after the acquisition. This acquisition bonus plan was discontinued by the Committee in November 2008 due to a determination that the incentive it once provided was no longer required. In fiscal year 2010 and beyond, Mr. Mutryn's compensation will be determined based upon the Company's philosophy and benchmark comparisons.

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Lower, or "Cut," threshold levels for each metric are also approved by the Committee, as are upper, or "Stretch," levels. Corresponding Cut and Stretch incentive compensation amounts are also established. As it is not the intention of the Committee to incentivize minimum performance levels, Cut compensation amounts are set below market levels. Stretch compensation amounts are set at up to the 90th percentile of the market. For performance below Cut levels, no bonus is awarded. For performance at or above Cut levels, bonus payouts are prorated between levels (i.e. between Cut and Target and between Target and Stretch) on a straight-line basis. Above Stretch levels, bonus payouts are calculated as a percentage of the NEO's respective metric performance; for example, in fiscal year 2009, Mr. Cofoni was entitled to receive 2.0% of the Company's net after tax profitability above the Stretch metric.

The ranges between Cut and Target levels of performance and between Target and Stretch levels are based upon multiple factors assessed by the Committee, including historical ranges and historical performance against Target, Cut, and Stretch metrics. For fiscal year 2009, Cut metrics were set 5.0% below Target metrics, and Stretch metrics were set 4.0% above Target metrics. The Committee believes that these ranges provided a challenging upper range and a reasonable lower threshold.

Bonus levels for each NEO are set by the Committee based upon the peer market analysis and technical industry market survey analysis (as described above) for total cash compensation, based upon the guiding principles. For Mr. Fairl, as described above, the Committee determined that the peer market analysis and technical industry market survey analysis did not adequately reflect his specific job at CACI, and the Committee therefore relied more on data from internal comparisons of President compensation dating back to fiscal year 2001 in setting his incentive compensation.

Due to Mr. Mutryn's eligibility for acquisition bonuses as discussed above, the Committee set his bonus potential at Target below the 75th percentile level. His total cash compensation potential, including his projected acquisition bonuses, was still determined to be consistent with the intended 75th percentile level.

The annual Target bonus pool for the Company is set as part of the annual budget process. For fiscal year 2009, the Target bonus pool for personnel directly supporting U.S. operations was reduced by 10% throughout the Company as part of that process. For the NEOs, this change affected the positions of President and Chief Executive Officer, President, U.S. Operations, Chief Operating Officer, U.S. Operations, and Executive Vice President, Chief Financial Officer and Treasurer. As this meant that the achievement of 75th percentile compensation required performance above the Target metrics, compensation levels for achievement of Stretch compensation levels were raised by 10%. The same decision was previously made for fiscal year 2008.

After the bonus levels are set, individual incentive plans are established annually for each NEO, with the performance metrics intended to focus each executive on the aspects of the business over which he or she has the most direct influence. The following fiscal year 2009 NEO performance metrics and target bonus levels were approved by the Compensation Committee (the Target Bonus levels listed reflect the 10% reduction described above):

NEO	Target Bonus	Metrics
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J.P. London Chairman of the Board and Executive Chairman	\$ 500,000	CACI net after tax profitability
Paul M. Cofoni President and Chief Executive Officer	\$ 1,192,500	CACI net after tax profitability
William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL	\$ 900,000	CACI net after tax profitability, individual performance objectives
Randall C. Fuerst Chief Operating Officer, CACI, INC.-FEDERAL	\$ 517,500	CACI net after tax profitability, individual performance objectives
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	\$ 391,500	CACI net after tax profitability, individual performance objectives

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The profitability measure in the table above is expressed on an after-tax basis due to its use in the Company's planning and budgeting processes. Corporate net after tax profitability was used as the primary metric for all NEOs this year and was the primary incentive metric used throughout the Company, to ensure focus on overall company performance and alignment of activities across the organization.

Individual performance objectives for the NEOs may include, but are not limited to, business retention, organic growth, margin improvement, regulatory/government compliance, and cost control initiatives.

Performance against these objectives is measured and paid out on a quarterly and annual basis. Sixty percent of the overall award is attributable to attaining the annual performance goals, as primary importance is placed on annual performance. Forty percent is attributable to quarterly goals with a 10% overall weighting placed on each quarter to ensure focus upon short-term performance required to attain annual goals. Performance relative to the CACI net after tax profitability metric is delineated below on both a quarterly basis and for fiscal year 2009:

Quarter 1	Quarter 2	Quarter 3	Quarter 4	Annual
Between	Between	Between	Above Stretch	Between
Target and	Target and	Target and	Threshold	Target and
Stretch	Stretch	Stretch		Stretch
Thresholds	Thresholds	Thresholds		Thresholds

Corporate performance metrics may be modified by the Committee during the fiscal year due to changes in business conditions (e.g., acquisitions, major corporate events, etc.). During fiscal year 2009, no modifications were made.

Following the Committee's recommendation in August 2009, the Board instituted a formal "clawback" policy for incentive awards that is broader in its reach than that imposed by Section 304 of the Sarbanes-Oxley Act. The new policy will cover such incentive awards to "officers" (as defined in Section 16 of the Securities and Exchange Act of 1934) beginning in fiscal year 2010. Under the policy, in the event of a restatement of previously reported financial results, the Committee may require reimbursement of the incremental portion of incentive awards paid to executive officers in excess of the awards that should properly have been paid based on the restated financial results. In comparison, the claw back feature of Section 304 of the Sarbanes-Oxley Act is limited to the chief executive and chief financial officers and must be based on misconduct that results in material noncompliance with the issuer of the financial reporting requirements of the federal securities laws.

Long-Term Incentive Stock Plan

The 2006 Stock Incentive Plan is designed to promote the long-term growth and profitability of the Company by:

- providing directors and executives with incentives to improve stockholder value and to contribute to the growth and financial success of the Company; and
- enabling the Company to attract, retain and reward key executives.

In fiscal year 2009, senior officers of CACI received a grant that included both stock-settled stock appreciation rights (SSARs) and performance-based restricted stock units (RSUs). Of the grant date fair value of the total award, SSARs comprised 30% and performance-based RSUs comprised 70%. This allotment was a change from fiscal year 2008 when grants were comprised of 70% SSARs and 30% restricted stock. Performance-based RSUs replaced restricted stock to provide more incentive to achieve long-term company goals, grow the company, and achieve stock price growth as a result. The higher percentage of performance-based RSUs reflects the goal of making the grants primarily performance-based and tied to company performance, rather than based on factors not entirely within the executives' control. SSARs were provided to incent executives to produce results that will result in appreciation of the stock price, since if the stock price does not appreciate, they have no value to the recipient.

Performance-based RSUs issued in fiscal year 2009 had the following conditions:

- Performance is based upon net after tax profitability performance against long-range fiscal year 2010 targets;
- 150% of the target shares vest with the achievement of Stretch thresholds;
- 50% of the target shares vest with the achievement of Cut threshold;

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-
- No shares vest for not achieving Cut threshold;
 - Graded vesting is provided for performance between Cut and Target thresholds or between Target and Stretch thresholds; and
 - Participants must remain employed until the end of fiscal year 2010 or else the grant is forfeited.

The Committee relies on the benchmarking analysis described above in connection with equity awards. However, because of the difficulty of separately benchmarking long-term incentive values, which have wide variances across companies and industries, the Committee uses total direct compensation — salary plus cash incentives plus long-term stock incentives assuming the Company achieves targeted metrics — as the foundation for determining the size of equity awards.

Accordingly, for each NEO, the Committee targets grant sizes that would place the NEO's total direct compensation between the 50th and 75th percentiles of the competitive market when the Company achieves targeted (*i.e.*, planned) levels of performance against established performance metrics. This range is based upon the previously discussed method of setting non-equity incentive bonus payouts to provide total cash compensation at the 75th percentile of the competitive market for achieving targeted performance, taking into consideration that only 70% of the grants (*i.e.*, the RSU portion) are currently tied to Company performance against established metrics (if the entire grant were tied to performance against established metrics, the 75th percentile of total direct compensation would be used, in line with the pay-for-performance based guiding principles.)

Using this method, once the total grant value was approved, 30% of the value was granted in SSARs and 70% of the value was granted in performance-based RSUs. The number of SSARs granted to each NEO is disclosed in column (j) of the Grant of Plan-Based Awards table, and the grant date fair value is disclosed in column (l) of the Grant of Plan-Based Awards table. All SSAR grants are made with exercise prices that are equal to the fair market value of the Company's stock at the closing price on the date of grant. The number of performance-based

RSUs granted to each NEO is disclosed in column (i) of the Grant of Plan-Based Awards table. The grant date fair value of these RSUs is disclosed in column (l) of the Grant of Plan-Based Awards table.

The annual grant date is established by the Committee when the grants are approved. To the extent practicable, grant dates are established to eliminate the likelihood that there will be any material non-public information at that time. For fiscal year 2009, the Committee approved grants at its quarterly meeting in August 2008, and the grant date was established as three full trading days after the release of the Company's fiscal year 2008 earnings. This method is intended to ensure that no material non-public information exists at the time of the grants.

All cash compensation was considered in the total direct compensation analysis, including Mr. Mutryn's acquisition bonus plan discussed above. In addition, for Mr. Fairl, as noted above, the Committee determined that the peer market analysis and technical industry market survey analysis did not adequately reflect his specific job at CACI; the Committee therefore relied more on data from internal comparisons of President compensation dating back to fiscal year 2001 in evaluating his total direct compensation and setting his grant size.

When Mr. Mutryn's acquisition bonus plan was terminated in November 2008, the Committee reviewed his annual stock grant at its quarterly meeting in November 2008 and provided an additional grant, with the grant date set as the date of the meeting. The size of the additional grant was based upon an analysis of total direct compensation as described above, but as Mr. Mutryn would no longer be eligible for cash bonuses under the acquisition bonus plan, that factor (*i.e.*, anticipated cash compensation) was removed from the comparison to benchmarked total direct compensation. The total equity grants to Mr. Mutryn (August 2008 and November 2008 combined) equaled the grant that he would have received had the cash acquisition bonus plan been discontinued in August 2008 when grant sizes were originally set.

In fiscal year 2009, the Committee approved phasing out a policy that allowed executives who retire at or above age 65 to vest in all stock upon retirement by "grandfathering" executives over age 62 as of July 1, 2008 and eliminating the policy for all other executives. A new policy was then implemented that allows executives who retire at age 62 or older to vest in the portion of their stock that has been expensed for accounting purposes by the Company upon their retirement. Dr. London is the only grandfathered executive among the NEOs.

Beginning in fiscal year 2010, CACI's performance-based award grant agreements will also generally provide for forfeiture if an executive engages in activities detrimental to CACI and is terminated for cause (or if such conditions were discovered after the executive's employment ends and would have triggered a termination for cause).

Stock Ownership Requirements

The Committee has adopted executive stock ownership requirements for its senior officers to focus those executives on the long-term growth in value of the Company and to ensure they act as owners of the Company. In fiscal year 2009, the ownership requirements were based on a multiple of base salary from as much as seven times for the President and CEO to two times for senior vice presidents. Shareholdings are measured annually to determine compliance with the plan. If at the annual measurement date the senior officer's ownership does not meet the interim amount set for that timeframe, then the senior officer may have any bonus monies withheld to purchase shares until he/she meets the requirement, or he/she may not be eligible for future grants. All NEOs met their required stock holding requirement in fiscal year 2009.

For fiscal year 2010, the Committee voted to adopt revised ownership requirements for senior officers. Effective July 1, 2009, requirements are based on a fixed number of fully owned shares. The amount of shares for each level, which range from 100,000 for the President and CEO to 5,000 for senior vice presidents, is comparable to the prior salary-based multiple, and will be reviewed annually by the Committee to ensure that it provides enough incentive to properly align the interests of senior management with those of the Company's shareholders. Until the executive meets the required number of shares, he/she is limited with respect to the number of shares he/she is allowed to sell. This change was made to make the plan less dependent on factors outside of the control of the executive without compromising the integrity of the plan.

Management Stock Purchase Plan

The Company offers a Management Stock Purchase Plan (MSPP) in order to promote the long-term growth and profitability of the Company by: (i) providing executives with incentives to improve stockholder value and to contribute to the growth and financial success of the Company; (ii) enabling executives to meet their mandated stock ownership requirements; and (iii) enabling the Company to attract, retain and reward key executives. The Board believes that the MSPP serves these goals, encouraging executives to convert a higher percentage of their cash compensation into Company equity.

The MSPP provides for equity ownership in the Company by senior officers by: (i) allowing the voluntary deferral of up to 100% of their annual bonuses into RSUs of the Company's common stock and (ii) providing such executives with economic incentives to defer some or all of their annual bonuses to acquire shares of the Company's common stock. All deferred shares are bought at a discount of up to 15%, as determined annually by the Committee, of fair market value. The Company may grant matching awards, in an amount not to exceed 25% of the participant's deferrals and subject to such vesting or other restrictions or conditions as the Committee determines. The amount of the discount to fair market value and matching grant is determined by the Committee no later than December 31 of the fiscal year in which the bonus is earned (or as otherwise specified in the MSPP for matching awards that qualify under IRC section 162(m)). During fiscal year 2009, the Committee approved a 15% discount with no matching.

The benefit provided from MSPP purchases for each NEO is listed in column (i) of the Summary Compensation Table.

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The following NEO MSPP deferrals were made for annual bonuses earned in fiscal year 2009; a 15% RSU purchase discount was applied to all deferrals:

NEO	Annual	Annual	Annual	Annual
	%	Bonus	Bonus	RSUs
	Deferred	Subject	Amount	Purchased
		to MSPP	Deferred	
J.P. London Chairman of the Board and Executive Chairman	0%	\$ 341,223	\$ 0	0
Paul M. Cofoni President and Chief Executive Officer	20%	\$ 920,790	\$ 184,158	4,668
William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL	20%	\$ 696,647	\$ 139,329	3,532
Randall C. Fuerst Chief Operating Officer, CACI, INC.-FEDERAL	20%	\$ 401,026	\$ 80,205	2,033
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	25%	\$ 305,309	\$ 76,327	1,935

Benefits and Executive Perquisites

In addition to the MSPP described above, executives are also permitted to participate in the Company's other employee benefit plans on substantially the same terms as other employees who are eligible for participation. For example, the Company makes matching contributions to the Company's voluntary 401(k) plan on behalf of its executives based on the amount of each executive's contributions to the 401(k) plan.

The Company offers a non-qualified deferred compensation plan in order to encourage executive officers to save for their retirement. Eligible executives, which include all NEOs, may elect to contribute up to 50% of their base salary and 100% of their bonuses and commissions to this plan on a pre-tax basis. The Company contributes 5% of all income over the compensation limit in Section 401(a)(17) of the Internal Revenue Code (IRC) to participants, subject to plan vesting conditions, and may make a supplemental discretionary contribution to a participant's account in any amount it elects (no discretionary contributions were made in fiscal year 2009).

Mr. Cofoni and Dr. London each receive a \$25,000 discretionary benefit allowance per calendar year to be used for business or personal expenses. All NEOs receive leased automobiles. In addition, all NEOs are eligible for annual financial planning services provided by a Company-selected provider. These benefits were selected by the Committee based on competitive practice for each level. All personal benefit received from these items are fully taxable as ordinary income.

Dr. London has a lifetime medical agreement that provides lifetime participation in the Company's executive medical plan to the extent permitted by law, with such participation in the executive medical plan on the same basis that existed just prior to any merger, consolidation, or change in control of the Company. This agreement also includes coverage for Dr. London's spouse. This agreement was approved by the Committee in December 2001 in order to provide security for medical issues that occur post employment. On August 12, 2009, the Committee authorized a substantially similar agreement for Mr. Cofoni.

The CACI International Inc Supplemental Executive Retirement Plan (SERP) is only provided to Mr. Cofoni. The Company provides no other executive a SERP and does not anticipate doing so in the future. This benefit was provided to Mr. Cofoni to partially offset the loss of his SERP benefit from his previous employer in order to acquire his services and is, therefore, consistent with the Company's philosophy of attracting and retaining critical talent.

The Company has entered into employment and severance agreements with all NEOs for the purpose of providing those executives with a degree of security that will increase the chances that they will remain with the Company. The Company believes that appropriate severance arrangements are necessary in order to attract and retain these key executives. In addition, the Company pays certain amounts to these executives if they are terminated without cause by the Company or resign for "good reason" within one year following a change in control. This

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"double trigger" provision was implemented to be consistent with market practices. Furthermore, this program is intended to encourage retention in the face of an actual or potential change in control and to align executive and shareholder interests. Furthermore, the program seeks to align executive and shareholder interests by allowing top executives to review corporate transactions that are in the best interests of the Company's stockholders without concern over whether the transactions may adversely impact the executive's employment.

Calculations for various termination scenarios are included in the "Potential Payments on Termination or Change in Control" section.

All amounts related to perquisites for NEOs are disclosed in the column (i) of the Summary Compensation Table, along with details on their valuations.

Impact of Regulatory Requirements

The Committee is regularly updated on changes in regulations affecting compensation and how they impact executive compensation. The Committee ensures that Company compensation plans meet such requirements. In fiscal year 2009, the decisions of the Committee were impacted by regulatory requirements in the following ways:

- IRC section 162(m) places a limit of \$1,000,000 on the amount of compensation that the Company may deduct in any one year with respect to our CEO and the three other most highly compensated named executive officers (other than our CFO). There is an exception to the \$1,000,000 limitation for performance-based compensation meeting certain requirements. Executive incentive compensation generally is performance based compensation meeting the IRC's requirements, and, as such, is fully

deductible. As much as is possible, the Committee sets compensation to be performance-based in order to take advantage of allowed deductibility (and to encourage performance, as discussed above). To maintain flexibility in compensating executive officers in a manner designed to promote Company goals, the Committee has not adopted a policy requirement for all compensation to be deductible.

- Statement of Financial Accounting Standards 123(R): The Company adopted SFAS 123(R) beginning in fiscal year 2006. In determining SSAR and RSU awards, the Committee considers the potential expense of those programs under SFAS 123(R) and the financial impact to planned company targets.

Conclusions

The Company and the Committee regularly consider whether the total compensation program meets the objectives established for it. The Company and the Committee believes that the Company's executive compensation programs are reasonable, appropriate, and in the best interests of shareholders for the following reasons:

- Competitive benchmarking indicates that executive cash compensation levels (both base salaries and total compensation) are administered in a manner consistent with the Company's total compensation philosophy.
- Total compensation is variable and predicated upon Company performance, through a compensation mix that de-emphasizes base salary and executive perquisites and emphasizes performance-based pay, which takes the form of formula-based annual cash incentive awards and equity awards in the form of restricted stock, RSUs, performance-based RSUs, and/or SSARs.
- Executive officers are required to align their economic interests with those of stockholders through the accumulation of a significant equity stake, facilitated by annual equity awards, annual incentive deferrals and significant stock ownership requirements.
- The Company's executive retention objectives are achieved at reasonable cost through severance and change-in-control agreements, vesting schedules for equity awards, and, with respect to Mr. Cofoni, the SERP.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis for the fiscal year ended June 30, 2009. Based upon such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis for the fiscal year ended June 30, 2009 be included in the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission.

RESPECTFULLY SUBMITTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Dan R. Bannister James S. Gilmore III
Richard L. Leatherwood James L. Pavitt
Charles P. Revoile

EXECUTIVE COMPENSATION

The following tables summarize the compensation of the NEOs for the fiscal years 2009, 2008 and 2007. Annual compensation includes amounts awarded to, earned by, or paid to the Company's Chief Executive Officer, Chief Financial Officer, and the three other highest paid Executive Officers, including amounts deferred at an Executive Officer's election.

Summary Compensation

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Name and Principal Position (during FY09) ⁽¹⁾	Year	Salary (\$) ⁽²⁾	Bonus (\$) ⁽³⁾	Stock Awards (\$) ⁽⁴⁾	Option/	Non-Equity	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$) ⁽⁶⁾	Co
					SSAR Awards (\$) ⁽⁴⁾	Plan Compensation (\$) ⁽⁵⁾		
J.P. London	2009	\$ 515,000	\$ □	\$ 720,162	\$ □	\$ 581,446	\$ □	\$ 1
Chairman of the Board and Executive Chairman	2008	500,000	□	720,243	270,950	564,769	□	
	2007	714,600	□	651,219	888,304	219,160	□	2
Paul M. Cofoni	2009	700,000	□	439,618	3,462,282	1,549,092	191,892	1
President and Chief Executive Officer	2008	675,000	□	569,537	3,605,152	1,414,335	166,379	
	2007	510,000	□	449,578	1,523,101	118,347	174,882	
William M. Fairl	2009	475,000	30,000	246,582	461,023	1,169,693	□	1
President, U.S. Operations CACI, INC.-FEDERAL	2008	425,000	□	201,937	524,714	907,814	□	
	2007	338,640	□	227,416	255,212	150,333	□	
Thomas A. Mutryn	2009	335,000	□	209,839	173,083	726,264	□	
Executive	2008	312,000	□	113,711	139,198	758,400	□	
Vice President, Chief Financial Officer and Treasurer	2007	208,333	21,000	44,708	46,007	50,531	□	
Randall C. Fuerst	2009	360,000	□	187,642	415,583	678,493	□	
Chief Operating Officer, U.S. Operations, CACI, INC. FEDERAL	2008	350,000	□	197,588	426,804	704,666	□	

- (1) No information is provided for 2007 compensation for Mr. Fuerst because he was not a NEO in 2007.
- (2) Amounts reported in the Salary column represent base salary earned in fiscal years 2009, 2008, or 2007.
- (3) With the exception of a payment in fiscal year 2009 to reward Mr. Fairl during his service as Acting Chief Executive Officer during Mr. Cofoni's absence for health related reasons and fixed payments in fiscal year 2007 to reward Mr. Mutryn during his service as Acting Chief Financial Officer, the Company did not make non-performance based bonus payments to any NEOs in fiscal years 2009, 2008, or 2007.
- (4) The amounts reported in the Stock Awards column and the Options/SSAR Awards column reflect the dollar amounts recognized for financial statement reporting purposes for the fiscal years ended June 30, 2009, 2008, or 2007, in accordance with SFAS 123(R), without regard to the possibility of forfeitures. Assumptions used in the calculation of these amounts are included in Note 21 to the Company's audited financial statements for the fiscal year ended June 30, 2009, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on August 26, 2009. These amounts reflect the Company's accounting expense for these awards and do not correspond to the actual value that will be recognized by the named executive officer.
- (5) Amounts reported in the Non-Equity Incentive Plan Compensation column represent incentive compensation earned in fiscal years 2009, 2008, or 2007.

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- (6) The value listed in this column represents the change in the present value of accumulated benefits during fiscal year 2009, 2008, or 2007. The value is an actuarial estimate of the cost of pension benefits for the named executive officer and does not reflect a current cash cost to the Company or the pension benefit

that the executive would receive.

- (7) As detailed further in the footnotes below, the values in this column may include:
- (i) Annual perquisite allowance provided to both the Chairman of the Board and the Chief Executive Officer (Perq Allowance);
 - (ii) 5% Company contribution to non-qualified deferred compensation plan made on compensation in excess of the limit provided in IRC section 401(a)(17), which limit may be adjusted annually (NQDC Contribution);
 - (iii) vacation accrual balance cashed out (Vacation Cash-out);
 - (iv) automobile allowance and other automobile expenses based on IRS Publication 15-B guidelines, as reported on the NEO's 2009 Form W-2, Wage and Tax Statement (Automobile Expenses);
 - (v) reimbursement of expenses under an executive medical supplement plan (Executive Medical);
 - (vi) premiums paid by the Company for a long-term care insurance policy (LTC Premiums);
 - (vii) 50% Company match of the first 6% of contributions by the executive officer under the Company's 401(k) plan (401(k) Match);
 - (viii) SFAS123(R) expense recorded in fiscal year 2009 related to the discount equal to the fair value of additional shares granted under the Company's Management Stock Purchase Plan by giving a discount on the stock price at the grant date (15% for fiscal years 2009 and 2008 and 5% for fiscal year 2007) (MSPP Discount), the number of shares being derived by dividing the year-end deferred bonus by the discounted stock price; and/or
 - (ix) tax and investment counseling and advice services (Tax and Investment Services).
- (8) Includes the following amounts for fiscal year 2009: \$25,000 Perq Allowance, \$39,778 NQDC Contributions; \$13,702 Automobile Expenses; \$2,255 Executive Medical; \$4,428 LTC Premiums; \$8,625 401(k) Match; and \$18,207 Tax and Investment Services.
- (9) Includes the following amounts for fiscal year 2009: \$23,479 Perq Allowance; \$60,672 NQDC Contributions; \$6,782 Automobile Expenses; \$1,769 Executive Medical; \$1,306 LTC Premiums; \$7,350 401(k) Match; \$32,972 MSPP Discount; and \$17,202 Tax and Investment Services.
- (10) Includes the following amounts for fiscal year 2009: \$51,416 NQDC Contributions; \$25,036 Vacation Cash-out; \$10,815 Automobile Expenses; \$543 Executive Medical; \$1,114 LTC Premiums; \$7,444 401(k) Match; \$16,047 MSPP Discount; and \$17,554 Tax and Investment Services.
- (11) Includes the following amounts for fiscal year 2009: \$42,208 NQDC Contributions; \$25,671 Vacation Cash-out; \$13,275 Automobile Expenses; \$3,458 Executive Medical; \$1,070 LTC Premiums; \$6,189 401(k) Match; and \$3,458 MSPP Discount.
- (12) Includes the following amounts for fiscal year 2009: \$35,822 NQDC Contributions; \$4,988 Automobile Expenses; \$1,410 Executive Medical; \$960 LTC Premiums; \$7,052 401(k) Match; \$5,639 MSPP Discount; and \$17,077 Tax and Investment Services.

Grant of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options/SSARs	Exercise Price of Option/SSAR Awards (\$/Sh) ⁽³⁾	Grant Fair Value
		Threshold	Target	Maximum	Threshold	Target	Maximum	(#)	(#)	(k)	(k)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
J.P. London	8/18/08	\$ 125,000	\$ 500,000	\$ 625,000				14,590			\$ 72
Paul M. Cofoni	8/18/08	331,000	1,192,500	1,815,000	10,635	21,270	31,905				1,04
	8/18/08								26,100	\$ 49.36	44
	9/19/08							7,370(5)			22
	9/19/08								45,400(5)	49.78	58
William M. Fairl		250,000	900,000	1,375,000							